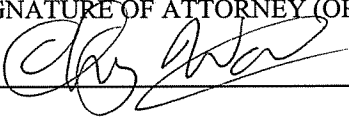


ADVERSARY PROCEEDING COVER SHEET		Adversary Proceeding Number (Court Use Only)
PLAINTIFFS BREAKAWAY SOLUTIONS, INC.		DEFENDANTS: INTERACTIVE FUTURES, INC.
ATTORNEYS (Firm, Address and Telephone No.)		ATTORNEYS (If Known)
<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> Steven M. Yoder, Esq. Christopher A. Ward, Esq. THE BAYARD FIRM 222 Delaware Avenue Suite 900 Wilmington, DE 19801 (302) 655-5000 </div> <div style="width: 45%;"> Raymond H. Lemisch, Esquire ADELMAN LAVINE GOLD AND LEVIN Mellon Bank Center 919 N. Market Street, Ste. 710 Wilmington, DE 19801 (302) 654-8200 </div> </div>		
PARTY (Check one box only) <input type="checkbox"/> 1. U.S. PLAINTIFF <input type="checkbox"/> 2 U.S. DEFENDANT <input checked="" type="checkbox"/> 3 U.S. NOT A PARTY		
CAUSE OF ACTION (Write A Brief Statement Of Cause Of Action, Including All U.S. Statutes Involved) Complaint to Avoid Preferential Transfers Pursuant to 11 U.S.C. §§ 547		
NATURE OF SUIT <div style="text-align: center;">(Check the one most appropriate box only.)</div> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <input checked="" type="checkbox"/> 454 To Recover Money or Property <input type="checkbox"/> 435 To Determine Validity, Priority, or Extent of a Lien or Other Interest in Property <input type="checkbox"/> 458 To obtain approval for the sale of both the interest of the estate and of a co-owner in property <input type="checkbox"/> 424 To object or to revoke a discharge 11 U.S.C. § 727 </div> <div style="width: 30%;"> <input type="checkbox"/> 455 To revoke an order of confirmation of a Chap. 11 or Chap. 13 Plan <input type="checkbox"/> 426 To determine the dischargeability of a debt 11 U.S.C. § 523 <input type="checkbox"/> 434 To obtain an injunction or other equitable relief <input type="checkbox"/> 457 To subordinate any allowed claim or interest except where such subordination is provided in a plan </div> <div style="width: 30%;"> <input type="checkbox"/> 456 To obtain a declaratory judgment relating to any of foregoing causes of action <input type="checkbox"/> 459 To determine a claim or cause of action removed to a bankruptcy court <input type="checkbox"/> 498 Other (specify) </div> </div>		
ORIGIN OF PROCEEDINGS <input checked="" type="checkbox"/> 1 Original Proceeding <input type="checkbox"/> 2 Removed Proceeding <input type="checkbox"/> 4 Reinstated or Reopened <input type="checkbox"/> 5 Transferred from Another Bankruptcy Court <small>(Check one box only.)</small>		<input type="checkbox"/> CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23
DEMAND	NEAREST THOUSAND See Attached to Complaint	OTHER RELIEF SOUGHT <div style="text-align: right;"><input type="checkbox"/> JURY DEMAND</div>
BANKRUPTCY CASE IN WHICH THIS ADVERSARY PROCEEDING ARISES		
NAME OF DEBTOR BREAKAWAY SOLUTIONS, INC.		BANKRUPTCY CASE NO. 01-10323 (JWV)
DISTRICT IN WHICH CASE IS PENDING	DIVISIONAL OFFICE	NAME OF JUDGE
DELAWARE		The Honorable Jerry W. Venters
RELATED ADVERSARY PROCEEDING (IF ANY)		
PLAINTIFF:	DEFENDANT:	ADVERSARY PROCEEDING NO.
DISTRICT	DIVISIONAL OFFICE	NAME OF JUDGE
FILING FEE <small>(Check One Box Only)</small> <input checked="" type="checkbox"/> Fee Attached <input type="checkbox"/> Fee Not Required <input type="checkbox"/> Fee Is Deferred		
DATE	PRINT NAME	SIGNATURE OF ATTORNEY (OR PLAINTIFF)
January 30, 2003	Steven M. Yoder Christopher A. Ward	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re:)	
)	
BREAKAWAY SOLUTIONS, INC.)	
)	Case No. 01-10323 (JWV)
Debtor.)	
)	
_____)	

NOTICE OF DISPUTE RESOLUTION ALTERNATIVES

As party to litigation you have a right to adjudication of your matter by a judge of this Court. Settlement of your case, however, can often produce a resolution more quickly than appearing before a judge. Additionally, settlement can also reduce the expense, inconvenience, and uncertainty of litigation.

There are dispute resolution structures, other than litigation, that can lead to resolving your case. Alternative Dispute Resolution (ADR) is offered through a program established by this Court. The use of these services are often productive and effective in settling disputes. **The purpose of this Notice is to furnish general information about ADR.**

The ADR structures used most often are mediation, early-neutral evaluation, mediation/arbitration and arbitration. In each, the process is presided over by an impartial third party, called the "neutral".

In mediation and early neutral mediation, an experienced neutral has no power to impose a settlement on you. It fosters an environment where offers can be discussed and exchanged. In the process, together, you and your attorney will be involved in weighing settlement proposals and crafting a settlement. The Court in its Local Rules requires all ADR processes, except threat of a potential criminal action, to be confidential. You will not be prejudiced in the event a settlement is not achieved because the presiding judge will not be advised of the content of any of your settlement discussions.

Mediation/arbitration is a process where you submit to mediation and, if it is successful, agree that the mediator will act as an arbitrator. At that point, the process is the same as arbitration. You, through your counsel, will present evidence to a neutral, who issues a decision. If the matter in controversy arises in the main bankruptcy case or arises from a subsidiary issue in an adversary proceeding, the arbitration, though voluntary, may be binding. If a party requests de novo review of an arbitration award, the judge will rehear the case.

Your attorney can provide you with additional information about ADR and advise you as to whether and when ADR might be helpful in your case.

Dated 1/30/03

/s/ David D. Bird
Clerk of Court

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:	:	Chapter 11
	:	
BREAKAWAY SOLUTIONS, INC.	:	
	:	
	:	Case No. 01-10323 (JWV)
Debtor.	:	

BREAKAWAY SOLUTIONS, INC.	:	
	:	
Plaintiff,	:	
	:	
v.	:	Adv. No. 03- _____
	:	
INTERACTIVE FUTURES, INC.	:	
	:	
	:	
Defendant.	:	

COMPLAINT TO AVOID PREFERENTIAL TRANSFER

Breakaway Solutions, Inc., the Debtor in the above-captioned Chapter 11 proceeding (the "Debtor"), by and through its undersigned attorneys, hereby brings this Complaint against Interactive Futures pursuant to 11 U.S.C. § 547 and Fed. R. Bankr. P. 7003, and files this Complaint to Avoid Preferential Transfer, and in support thereof states as follows:

1. On September 5, 2001, Breakaway Solutions, Inc. (the "Plaintiff") filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code.
2. The Plaintiff is in possession of its assets and is operating its business as debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

3. Defendant, Interactive Futures Inc. (the "Defendant"), is a creditor of Plaintiff, and maintains a business or residence and may be served at 114 E. 32nd Street, New York, New York 10016.

4. This Court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2)(F).

5. Within ninety (90) days prior to the Filing Date, Plaintiff transferred to Defendant, an unsecured creditor, the sum of \$225,000.00 (the "Payment"), as more particularly set forth in the attached Exhibit "A", which is made a part hereof by reference.

6. The Payment was made to or for the benefit of Defendant, a creditor of Plaintiff.

7. The Payment was made for or on account of an antecedent debt owed by Plaintiff before the Payment was made.

8. Plaintiff was insolvent at the time of the Payment.

9. The Payment enables Defendant to receive more than it would have received: (a) had Debtor filed under Chapter 7 of the Bankruptcy Code; (b) had the transfer not been made; and (c) had Defendant received payment of such debt to the extent provided by the provisions of the Bankruptcy Code.

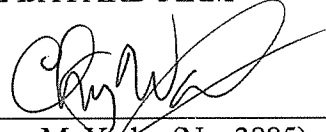
10. By reason of the foregoing, the Payment is a preferential transfer avoidable under Section 547 of the Bankruptcy Code, and Defendant is liable to Plaintiff in the sum of \$225,000.00.

WHEREFORE, Plaintiff prays that this Honorable Court enter judgment in favor of Plaintiff and against Defendant in the amount of \$255,000.00, and for such other and further relief as is just and equitable.

Dated: January 30, 2003
Wilmington, Delaware

THE BAYARD FIRM

By:



Steven M. Yoder (No. 3885)
Christopher A. Ward (No. 3877)
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899
(302) 655-5000

-and-

ADELMAN LAVINE GOLD AND LEVIN,
A Professional Corporation
Raymond H. Lemisch, Esquire
The Mellon Bank Center
919 N. Market Street, Suite 710
Wilmington, DE 19801
(302) 654-8200

Counsel for the Debtor

ADELMAN LAVINE GOLD AND LEVIN,
a Professional Corporation
D. Andrew Bertorelli, Jr., Esquire
1900 Two Penn Center Plaza
Philadelphia, PA 19102-1799
(215) 568-7515

BREAKAWAY SOLUTIONS, INC. v. INTERACTIVE FUTURES

EXHIBIT A

<u>Reference No.</u>	<u>Date</u>	<u>Amount</u>
99070600	July 6, 2001	\$200,000.00
81600	August 17, 2001	\$25,000.00
	TOTAL	<u>\$225,000.00</u>